

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

W.R. GRACE & COMPANY, et al<sup>1</sup>,

Debtors.

Chapter 11

Case No. 01-01139(JKF)

(Jointly Administered)

Objection Deadline: 9/30/13

MONTHLY FEE APPLICATION OF BAKER DONELSON BEARMAN CALDWELL &  
BERKOWITZ, P.C. AS A PROFESSIONAL EMPLOYED BY THE ESTATE FOR THE  
DEBTORS FOR THE MONTH OF APRIL, 2013

SUMMARY SHEET

Name of Applicant:	Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.
Authorized to provide professional services to:	W.R. Grace & Company, et al, Debtors and Debtors-in-Possession, its Board of Directors, and Counsel.
Date of Retention:	June 16, 2004, effective April 2, 2001 (Legislative Affairs Services).
Period for which compensation and reimbursement is sought:	April 1, 2013 – April 30, 2013.

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a/ Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc. Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (fka Grace Cocoa management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B (( Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc, Grace H-Gm II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenni Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, In.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of Compensation sought as actual, reasonable and necessary:	Total:	\$30,000.00
	Less holdback (at 20%):	\$6,000.00
Amount of Expense Reimbursement sought as actual, reasonable and necessary:		\$305.50

This is a   x   monthly        interim        final application.

Pursuant to Motion filed by Debtors, Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. ("Baker Donelson") was approved as a professional employed by the estate for the Debtors by Order entered on June 16, 2004 nunc pro tunc to April 2, 2001. The Order authorizing employment of Baker Donelson approved the services of Baker Donelson to advise the Debtors, their counsel and their Board of Directors with respect to current, pending, and future legislative affairs; and such other related services as the Debtors may deem necessary or desirable ("Legislative Affairs Services"). Compensation of Baker Donelson was approved on a flat rate in the amount of \$17,000.00 per month for services rendered, plus reimbursement of actual and necessary expenses incurred by Baker Donelson. The Court's Order entered March 15, 2005 (described below) increased the flat rate from \$17,000.00 per month to \$20,000.00 per month for services rendered plus reimbursement of actual and necessary expenses incurred by Baker Donelson. At the request of the Debtors, Baker Donelson's scope of work and services was modified and expanded commencing May 1, 2012, including the retention by Baker Donelson of the special consulting services of William M. Corcoran to assist in its representation of Debtors. By agreement, the monthly payment was to increase, as of May 1, 2012, to \$30,000.00 per month, plus reimbursement of actual and necessary expenses.

A Motion was filed on November 14, 2012 (Dk No. 29907), seeking an Order of the Court approving the modification and expansion of the scope of services provided by Baker Donelson and seeking entry of the Order *Nunc Pro Tunc* to May 1, 2012. The Motion is set for hearing on January 28, 2013.

This is the monthly application for compensation for services filed by Baker Donelson reflecting services rendered for the month of April, 2013. During the applicable time period, services were rendered to the Debtors by Keith Kennedy, Senior Public Policy Advisor of Baker Donelson (Legislative Affairs Services) and by William C. Corcoran, special services consultant.

All work performed by Mr. Kennedy and Mr. Corcoran were in accordance with the Application and Orders approving the employment of Baker Donelson<sup>2</sup>.

Attached as Exhibit A is the Verification of E. Franklin Childress, Jr. Attached as Exhibit B is a monthly detail of the work performed by Baker Donelson on behalf of Debtors for Legislative Affairs Services.

#### CUMULATIVE EXPENSE SUMMARY(\$)

Expense Categories	Total Expenses for Period from April 1, 2013 - April 30, 2013
Mobile/Cell Phone:	\$0.00
Photo Reproduction Charge:	\$1.60
Long Distance Charges:	\$0.00
Shipping Expense (Federal Express)	\$0.00
Computer Research:	\$0.00
Travel Expenses: Lodging:	\$303.90
Meals on behalf of client:	\$0.00

WHEREFORE, Baker Donelson respectfully requests:

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<sup>2</sup> Under Order Approving Employment of Baker Donelson, the firm is not to be compensated based on a hourly rate; therefore, a calculation of total fees by hour and category is not applicable. A description of services provided is attached in Exhibit B.

- (A) That allowance and payment be made to it as fully described above for 80% of the amount of \$30,000.00 (\$24,000.00) for reasonable, necessary and professional services which Baker Donelson has rendered to the Debtors during the applicable period and reimbursement of expenses in the amount of \$305.50;
- (B) That the fees be paid as administrative expenses of the Debtors' estate; and
- (C) That this Court grant such further relief as is equitable and just.

Dated \_\_\_\_\_, 2013.

Respectfully submitted,

BAKER DONELSON BEARMAN  
CALDWELL & BERKOWITZ, PC

By: 

E. Franklin Childress, Jr.  
165 Madison Ave., Suite 2000  
Memphis, Tennessee 38103  
Telephone: (901)526.2000

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FOR THE DISTRICT OF DELAWARE

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W.R. GRACE & COMPANY, et al<sup>1</sup>,

Chapter 11

Debtors.

Case No. 01-01139(JKF)  
(Jointly Administered)

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VERIFICATION

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State of Tennessee  
County of Shelby

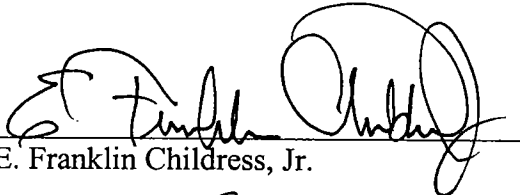
E. Franklin Childress, Jr., after being duly sworn according to law, deposes and says:

1. I am a Shareholder of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.
2. I am aware, and have reviewed with Keith Kennedy, the work performed by Mr. Kennedy, Senior Public Policy Advisor and that of William C. Corcoran, special services consultant, relating to the rendering of Legislative Affairs Services as set forth and described in the monthly detail for the month of April, 2013, attached as Exhibit B.

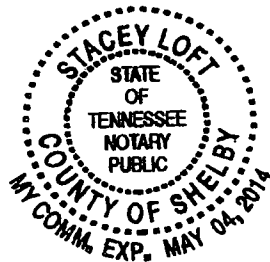
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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.). W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a/ Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc. Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (fka Grace Cocoa management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B (( Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc, Grace H-Gm II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenni Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolity Enterprises Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, In.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

3. I reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief.
4. I have reviewed the requirements of Local Rule 2016-2 and the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members signed April 17, 2002 and submit that the Application substantially complies with such Rule and Order.

  
E. Franklin Childress, Jr.

SWORN TO AND SUBSCRIBED before me this 10 day of September, 2013.



  
Notary Public  
My Commission Expires: 5-4-2014

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
W.R.GRACE & CO., et al.<sup>1</sup> ) Case No. 01-01139 (JKF)  
 ) (Jointly Administered)  
 )

**FEE DETAIL FOR BAKER, DONELSON'S MONTHLY FEE AND EXPENSE APPLICATIONS**  
**FOR THE PERIOD FROM APRIL 1, 2013 THROUGH APRIL 30, 2013**  
**FOR LEGISLATIVE AFFAIRS SERVICES**

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**APRIL 2013 FEES FOR MR. KENNEDY AND MR. CORCORAN**

<b>Date</b>	<b>Hours</b>	<b>Description</b>
04/01	15.0	Week One - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client.
04/08	10.0	Week Two - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client.
04/15	15.0	Week Three - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Participate in LAA conference call with client.
04/22	20.0	Week Four - Monitor and report on legislative and regulatory developments affecting IRIS, rare earth, alternative fuels and refineries, TSCA confidential business information, asbestos trust legislation, Superfund and Clean Air Act issues, EPA appropriations and the EPA study of Libby asbestos; Meeting with Senate Interior Appropriations staff; Participate in LAA conference call with client.



**APRIL 2013 EXPENSES FOR MR. KENNEDY AND MR. CORCORAN**

<b>W.R. Grace Expenses</b>		
<b>Client #2850487-000001</b>		
<b>Itemized and summarized through 04/30/13</b>		
<b>Description</b>	<b>Date</b>	<b>Amount</b>
Travel - Mr. Corcoran	3/26-27/13	\$303.90
Meeting in Washington with the EPA		
Photo Reproduction Charge (8 Pages)	04/18/13	\$1.60
Total		\$305.50

04 / 16 / 13

Date

BDBC&B  
TRANSACTION RECORD/CHECK REQUEST☒ Yes ☐ No

Is the payee a law firm or an attorney? If yes, Form W-9 must be attached or on file. If not, the check will not be processed.

MARK 'X' THROUGH TYPE

<del>FIRM CHECK REQUEST</del>	TRUST CHECK REQUEST	PETTY CASH REQUEST	NON-CASH TRANSACTION
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## CHARGE TO:

- Firm Expense Type: \_\_\_\_\_

- Client ID#	2	8	5	0	4	8	7	-	0	0	0	0	0	1	\$
- Client ID#								-							\$
- Client ID#								-							\$
- Client ID#								-							\$
- Client ID#								-							\$
- Client ID#								-							\$
- Client ID#								-							\$

Payee: William M. CorcoranAmount \$ 303.90Description/Purpose: Hotel - Meeting in Washington with the EPA - 03/26-27/13

REQUESTED BY:

JKK

Initials

010038

ID#

APPROVED BY:

## SPECIAL INSTRUCTIONS FROM SENDER:

Please send check to: Bill Corcoran - 14 Holly Grove Road - Bluffton, SC 29909

## HUNTER FAN USE ONLY

Phase: \_\_\_\_\_

Type Code: \_\_\_\_\_

Return Check To \_\_\_\_\_

Office Location \_\_\_\_\_



AT RONALD REAGAN WASHINGTON

Hyatt Regency Crystal City  
 2799 Jefferson Davis Highway  
 Arlington, VA 22202  
 Telephone: 703-418-1234  
 Fax: 703-418-1289  
[www.crystalcity.hyatt.com](http://www.crystalcity.hyatt.com)

**INVOICE**

Payee Bill Corcoran  
 14 Holly Grove Rd  
 Okatie SC 299093102  
 United States

Membership GP 514905455W  
 Bonus Code  
 Confirmation No. 2019374601  
 Group Name

Room No. 0647  
 Arrival 03-26-13  
 Departure 03-27-13  
 Page No. 1 of 1  
 Folio Window 1  
 Folio 521939  
 Invoice

Date	Description		Charges	Credits
03-26-13	Refrigerator Rental		25.00	
03-26-13	Parking Valet	13081	27.00	
03-26-13	Guest Room		229.00	
03-26-13	State Occupancy Tax - 5.0%		11.45	
03-26-13	County Occupancy Tax - 5%		11.45	
03-27-13	American Express	XXXXXXXXXXXX1005 XX/XX		303.90

Your Gold Passport account will be credited for this stay.

<b>Total</b>	<b>303.90</b>	<b>303.90</b>
<b>Balance</b>		<b>0.00</b>

**Guest Signature**

I agree that my liability for this bill is not waived and I agree to be held personally liable in the event that the indicated person, company or association fails to pay for any part or the full amount of these charges.

**WE HOPE YOU ENJOYED YOUR STAY WITH US!**

Thank you for choosing the Hyatt Regency Crystal City, we trust you had a wonderful stay. If you have any questions or comments regarding your stay, please contact our Guest Relations Department at [Jeff.Conrade@Hyatt.com](mailto:Jeff.Conrade@Hyatt.com).

Please direct any billing inquiries/concerns to:  
 Email: [Na.CustomerService@Hyatt.com](mailto:Na.CustomerService@Hyatt.com)  
 Phone: 1-888-552-7410

For future reservations please visit us at [www.hyatt.com](http://www.hyatt.com)  
 Try our Automated Kiosk for easy check-in and check-out, located on the Lobby Level next to the Front Desk.